

Exhibit 11

FCO: 205967
Effective Date: April 1, 2005
Expiration Date: July 31, 2005
Grand Total: US\$738,676

IMPLEMENTING AIDS PREVENTION AND CARE (IMPACT) PROJECT

SUBAGREEMENT BETWEEN

FAMILY HEALTH INTERNATIONAL (FHI)

and

PATHFINDER INTERNATIONAL

Watertown, Massachusetts

Project Title: Community-Based HIV/AIDS Care, Support and Prevention Program (COPHA)

This subagreement is entered into by and between Family Health International (FHI) and Pathfinder International, hereinafter called subgrantee, pursuant to United States Agency for International Development (USAID) award number HRN-A-00-97-00017-00. Under USAID/Country Intermediate Result 2 (IR2), activities under this subagreement will promote "Increased use of proven, effective interventions to decrease risk of transmission and mitigate the impact of HIV/AIDS."

The parties agree to the following terms and conditions:

- I. Project Description**
The subgrantee shall carry out the program indicated in Attachment A, which is incorporated herein and made a part of this subagreement.
- II. Period of Performance**
The authorized period of performance of this subagreement is from April 1, 2005 through July 31, 2005.
- III. Subagreement Amount, Budget, and Payment**
The amount of this subagreement is US\$738,676 and is reflected in the budget as Attachment B, the estimated costs of implementing this subagreement, and is incorporated herein and made a part of this subagreement. This subagreement provides for payment on a cost-reimbursement basis. Upon execution of this subagreement, FHI will provide a cash advance in local currency of US\$371,213.
- IV. Standard Operating Procedures**
See Attachment D, which is incorporated herein and made a part of this subagreement.

V. Modifications

Modifications or amendments to this subagreement shall be made by written agreement and signed by authorized representatives of both parties prior to the commencement of subgrantee's performance under any such change.

VI. Standard Provisions

See Attachment E, which is incorporated herein and made a part of this subagreement.

VII. FHI Contact Data

The subgrantee shall contact the following FHI Project Monitor regarding all notices and requests for approvals on financial and/or contractual matters:

Mr. John McWilliam, Country Director, P.O Box 38835-00623 Nairobi, Tel 254-20-2713013/4, Fax 254-20-2726130, e-mail jmcwilliam@fhi.or.ke

VIII. Subgrantee Contact Data

The Subgrantee Project Manager will be Linda Casey. The street and mailing address, and contact information of the subgrantee is:

Street Address:

Pathfinder International
International House, Mezzanine Floor
Mama Ngina Street
Nairobi, Kenya

P.O. Box 48147
Nairobi, Kenya

Telephone: +254-20-224154/222487/222397

FAX: +254-20-214890

E-mail: lcasey@pathfind.org

Mobile Phone: +254-735-291399

The parties execute this subagreement in two (2) copies, each of which shall be deemed an original.

For Pathfinder



Pathfinder International
P.O. Box 48147

Nairobi, Kenya,

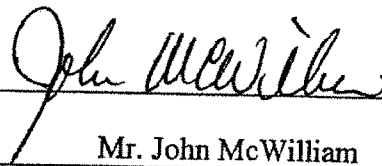
Tel: 224154
Country Representative

Signature

Typed Name

Title

For FHI



Mr. John McWilliam

Country Director

Enclosures:

Attachment A: Project Description

ATTACHMENT A:
Full Project Proposal Guidelines

KENYA

Implementing Agency Name:	Pathfinder International
Project Title:	COPHIA
Dates of Project:	April 1, 2005 to July 31, 2005
Amount Requested:	\$738,676

I. Background to Problem/Issue

In Kenya today, it is estimated that 2.2 million people are living with HIV/AIDS. Prevalence of HIV infection among the population is 6.7%, according to the 2003 Kenya Demographic and Health Survey. However, prevalence rates vary considerably by region, with particularly high rates in the areas where COPHIA is implemented. According to Ministry of Health (MOH) HIV/AIDS Sentinel Surveillance data, prevalence in areas where COPHIA is active ranges from 7% in Thika District of Central Province to 15.5% in Busia District of Western Province.

Since 1999, Pathfinder International has implemented the Community Based HIV/AIDS Prevention, Care and Support Program (COPHIA) in five areas of high HIV prevalence in Kenya. This proposal seeks to build on the experiences and lessons learned of the past six years, to strengthen project interventions and reinforce the technical and managerial capacity of local implementing partners (LIPs) and communities to support community and home based care for people living with HIV/AIDS (PLWHA), including support to orphans and vulnerable children (OVC).

COPHIA will target vulnerable households and communities in about 60 administrative locations in 11 districts in five provinces. Specifically, the project will work in: Embakasi, Central, Kasarani, Dagoretti and Westlands divisions of Nairobi District; Thika District of Central Province; Mombasa and Malindi in Coast Province; Uasin Gishu, Nandi South and Nandi North districts in Rift Valley; and Bungoma, Busia, Butere-Mumias and Kakamega districts in Western Province. In these areas COPHIA will work through its local implementing partners who currently number about 47.

II. Goal, Objectives, and Activities

Ultimately, the program seeks to safeguard the health and quality of life of PLWHA, their families and caregivers, as well as that of OVC, and to prevent new infections of STIs and HIV among the population at large in project areas.

Project objectives are formulated with the understanding that prevention, care and support target each of the groups mentioned above, and that programs are community-based but operate as an extension of the continuum of care that extends to the clinic level. Specifically, COPHIA will:

1. Develop the ability of local communities to identify their needs, develop and carry out activities focusing on prevention, care and support; and
2. Build the capacity of local organizations to manage and implement prevention and care support services.

The involvement of Community Implementing Committees (CICs) and other existing community structures will be key to the project's continued progress. Together with partner CBOs and FBOs, they play a role in identifying vulnerable households and in facilitating comprehensive, community and home-based support services, including support to OVC. The involvement of health care providers will assure appropriate health care for PLWHA and OVC and reinforce clinic to community referrals for services providing psychosocial, economic, legal and food security support.

Project activities for the seven-month period will include:

- Community mobilization – Community involvement establishes the foundation upon which to build project interventions in the community and to combat stigma. Ongoing, one-day sensitization seminars will be held for key community members.
- Home based care for PLWHA – Home nursing care is central to the COPHIA project. Individual care plans will continue to be the guiding tool for caregivers, CHWs and clinical supervisors as they care for and support the HBC client, and CHW skills will be reinforced through training and continuous supervision.
- OVC support – LIPs will continue to identify OVC and facilitate direct support and indirect support, the latter through networking with existing, relevant programs in each project area. OVC activities will be thoroughly integrated with home-based care (HBC) activities by targeting households that will benefit from both sets of interventions. Greater emphasis will be placed on child counseling and on establishing individualized attention to OVC via CHWs.
- Prevention – This cross cutting theme will be addressed across all project activities. Community mobilization activities present an especially important forum for prevention messages, as do the activities of post-test clubs. Referral for VCT, family planning and antenatal care will help in PMTCT efforts.
- IGA – Poverty and an inability to sustain family income are fundamental problems faced by households affected by HIV/AIDS. The project will continue to link these vulnerable households with training in business skills and micro-credit activities by working through K-REP and establishing ties to other, ongoing IGA programs.
- Psychosocial support – COPHIA will continue to work with persons who have been trained by the project as HIV/AIDS counselors and will add child counseling as a focus this year. Continuing assistance in the formation of support groups is a fundamental component of psychosocial support.
- Paralegal support – Especially for widows and orphans, it is important that individuals affected by HIV/AIDS are empowered to exercise their legal rights around inheritance and other issues. Additional paralegal training and establishing paralegal clinics are proposed.
- Nutrition and food security – Households affected by HIV/AIDS very often have a reduced capacity to ensure adequate nutrition of family members. COPHIA will replicate successful strategies, including gardens in rural areas and IGA centered on small agricultural projects. LIPs will provide direct support and also establish cooperation with other local programs to complement the project's efforts.

A summary of training activities follows. Additional training in micro-credit and food security will be conducted under subagreements to KAIPPG, KIOF and K-REP.

<i>Training</i>	<i>Length/Days</i>	<i>Participants</i>
Community Leaders Sensitization Seminars	1	300
CHW Refresher	5	450
Clinical Supervisor Refresher	3	100
Child and Youth Counseling for Teachers	5	40
Paralegal training	3	30
Pediatric HIV/AIDS Care & Support for Service Providers	3	25
Orientation for CBOs/FBOs on OVC Policy Guidelines	1	40
HIV/AIDS Counseling	20	25
Under 5 Needs (for CHWs)	3	40
Comprehensive HIV/AIDS Care for Service Providers	5	30
Food Security	5	25
Management Development for CBOs/FBOs	10	20

To ensure a comprehensive response to the needs of project beneficiaries, COPHIA and its partners will continuously map the availability of different types of support services that are available within targeted communities and surrounding areas, and make sure that CHWs are informed about and linked to these services. LIPs will be responsible for continuing to carry out the majority of home and community support activities via their cadres of CHWs. As such, COPHIA will further strengthen their capacity through management and technical training, provision of small block grants and ongoing technical assistance in program implementation and monitoring, evaluation and reporting.

III. Monitoring and Evaluation Plan

COPHIA has an established monitoring and evaluation system, including data collection and record keeping. The system is performance based and is aimed at integrating supervision at all levels as part of a process for continuous assessment and quality improvement.

Routine monitoring of program performance will continue to occur at several levels: at implementation sites by CHW supervisors and LIP Managers, by Pathfinder Area Offices and by Pathfinder/Nairobi. The process is comprehensive, with each step contributing to measuring overall project impact while also facilitating continuous assessment and re-adjustment of activities on the ground.

- At the first level, CHWs provide monthly reports to CHW Supervisors. These consist of data on clients, HBC visits, referrals and other services provided by CHWs. CHWs and their supervisors discuss results and ways to overcome any challenges that are affecting progress.
- CHW Supervisors produce a combined monthly report for the group of CHWs under their supervision, and this is submitted to the COPHIA Area Office.
- LIPs provide COPHIA Area Offices with additional information on a quarterly basis regarding activities not reflected in statistical reports.
- COPHIA Area Offices collate all LIP reports on a quarterly basis. Results are reviewed and analyzed, and feedback is provided to local partners as well as to Pathfinder/Nairobi regarding performance, achievements, challenges, and resource needs. Numbers

Date Submitted: July 1, 2005
FCO: 205967

Amendment #2

IMPLEMENTING AIDS PREVENTION AND CARE (IMPACT) PROJECT

Amendment Between

FAMILY HEALTH INTERNATIONAL (FHI)
and
PATHFINDER INTERNATIONAL
Watertown, Massachusetts

IMPACT HRN-A-00-97-00017-00

Project Title: **Community-Based HIV/AIDS Care, Support and Prevention Program (COPHIA)**

The purpose of this amendment to the above referenced subagreement is to: a) provide an extension to the project end date and b) provide a budget increase by US\$486,323.

I. Project Description

The scope of work of this subagreement remains as outlined in the original subagreement. The goal of the program remains as 'to safeguard the health and quality of life of PLWHA, their families and caregivers, as well as that of OVC, and to prevent new infections of STIs and HIV among the population at large in project areas.'

Project objectives are formulated with the understanding that prevention, care and support target each of the groups mentioned above, and that programs are community-based but operate as an extension of the continuum of care that extends to the clinic level. Specifically, COPHIA will:

1. Develop the ability of local communities to identify their needs, develop and carry out activities focusing on prevention, care and support; and
2. Build the capacity of local organizations to manage and implement prevention and care support services.

The involvement of Community Implementing Committees (CICs) and other existing community structures will be key to the project's continued progress. Together with partner CBOs and FBOs, they play a role in identifying vulnerable households and in facilitating comprehensive, community and home-based support services, including support to OVC. The involvement of health care providers will assure appropriate health care for PLWHA and OVC and reinforce clinic to community referrals for services providing psychosocial, economic, and legal and food security support.

Project activities for the three month extension period will include:

- Community mobilization – Community involvement establishes the foundation upon which to build project interventions in the community and to combat stigma. Ongoing one-day sensitization seminars will be held for key community members.
- Home based care for PLWHA – Home nursing care is central to the COPHIA project. Individual care plans will continue to be the guiding tool for caregivers, CHWs and clinical supervisors as they care for and support the HBC client, and CHW skills will be reinforced through training and continuous supervision.
- OVC support – LIPs will continue to identify OVC and facilitate direct support as indirect support, the latter through networking with existing, relevant programs in each project area. OVC activities will be thoroughly integrated with home-based care (HBC) activities by targeting households that will benefit from both sets of intervention. Greater emphasis will be placed on child counseling and on establishing individualized attention to OVC via CHWs.
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A summary of training activities follows. Additional training in micro-credit and food security will be conducted under subagreements to KAIPPG, KIOF and K-REP.

To ensure a comprehensive response to the needs of project beneficiaries, COPHIA and its partners will continuously map the availability of different types of support services that are available within targeted communities and surrounding areas, and make sure that CHWs are informed about and linked to these services. LIPs will be responsible for continuing to carry out the majority of home and community support activities via their cadres of CHWs. As such, COPHIA will further strengthen their capacity through management and technical training, provision of small block grants and ongoing technical assistance in program implementation and monitoring, evaluation and reporting.

The process of monitoring and evaluation remains as formerly agreed between FHI and the sub recipient.

II Period of Performance

The original period of performance of this subagreement from April 1, 2005 through July 31, 2005 is deleted and replaced by the new authorized period of performance from April 1, 2005 through January 31, 2006.

III Sub-agreement Amount, Budget and Payment

Attachment B, Summary Budget, of the subagreement is deleted in its entirety and replaced with the revised Attachment B, Amendment# 2. The sub-agreement amount is increased by US\$486,323 and replaced by the new total budget amount of US\$1,225,000. Attachment C remains unchanged. The previous Monthly Financial Report (MFR) amounts and format are deleted and replaced with the revised MFR format attached to this document.

Funding for the project period October 1, 2005, to January 31, 2006 is contingent upon the availability of funds to FHI. It is FHI's intent to make funds available for this project at budgeted US dollar amounts, which may or may not equal budgeted local currency amount.

IV Other Changes

It should be noted that the United States Agency for International Development (USAID) has provided the funds for this sub-agreement amendment through Family Health International (FHI). USAID should be acknowledged by the recipient as the donor of the activities under this sub-agreement.